

RECORDATION NO. 26495-A FILED

AUG 09 '06

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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 9, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of August 9, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity North American Freight Car, Inc.,
as assignee of Trinity Industries Leasing
Company
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: TLP Rail Trust I
Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
August 9, 2006
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A description of the railroad equipment covered by the enclosed document is:

45 hopper cars: CMEX 140105 - CMEX 140149.

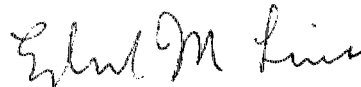
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first name "Edward" and last name "Luria" being more prominent than the middle initial "M".

Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on August 9, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of August 9, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 
Name: _____
Title: **Monica M. Henry**
Assistant Vice President

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____
Name: **Martin Graham**
Title: **President**

Executed on this 7th day of August, 2006

Executed on this ____ day of August, 2006

[Memorandum of Assignment and Assumption Agreement]


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: Martin Graham
Title: President

Executed on this ____ day of August, 2006

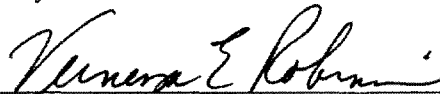
Executed on this 7th day of August, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 7th day of August, 2006, before a Notary Public in and for said County and State, personally appeared **MONTOA M. HENRY**, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on August 7th, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: **VERNESSA E. ROBINSON**
Notary Public

My Commission Expires:
Residing in Wilmington, DE

VERNESSA E. ROBINSON
NOTARY PUBLIC - DELAWARE
My Commission Expires Oct. 28, 2008

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 7th day of August 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on August 7th, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Brenda Joyce Harris
Name:
Notary Public

My Commission Expires:
Residing in Dallas, TX



[Memorandum of Assignment and Assumption Agreement]

EXHIBIT A

Forty-five (45) units identified with marks CMEX 140105 - 140149 leased pursuant to Rider Thirteen (13) to that certain Railroad Car Lease Agreement dated February 8, 2000 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Cemex USA Cement, Inc.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 9, 2006

A handwritten signature in cursive script, reading "Edward M. Luria", written over a horizontal line.

Edward M. Luria